

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
TYLER DIVISION**

BLUE SPIKE, LLC
Plaintiff,

V.

TEXAS INSTRUMENTS, INC.
Defendants

§ Civil Action No. 6:12-CV-499 MHS

LEAD CASE

BLUE SPIKE, LLC,
Plaintiff,

V.

AUDIBLE MAGIC CORPORATION,
FACEBOOK, INC., MYSPACE, LLC,
SPECIFIC MEDIA, LLC,
PHOTOBUCKET.COM, INC.,
DAILYMOTION, INC.,
DAILYMOTION S.A., SOUNDCLOUD,
INC., SOUNDCLOUD LTD., MYXER,
INC., QLIPSO, INC., QLIPSO MEDIA
NETWORKS LTD., YAP.TV, INC.,
GOMISO, INC., IMESH, INC.,
METACAFE, INC., BOODABEE
TECHNOLOGIES, INC., TUNECORE,
INC., ZEDGE HOLDINGS, INC.,
BRIGHTCOVE INC.,
COINCIDENT.TV, INC., ACCEDO
BROADBAND NORTH AMERICA,
INC., ACCEDO BROADBAND AB,
AND MEDIAFIRE, LLC
Defendants.

Civil Action No. 6:12-CV-576 MHS

CONSOLIDATED CASE

BLUE SPIKE, LLC,
Plaintiff,

V.

WIOFFER, LLC
Defendant.

Civil Action No. 6:12-CV-570 MHS

CONSOLIDATED CASE

**DECLARATION OF MICHAEL CLARK IN SUPPORT OF DEFENDANT
AUDIBLE MAGIC CORPORATION'S AND ITS CUSTOMERS' MOTION TO
TRANSFER VENUE TO THE UNITED STATES DISTRICT COURT FOR THE
NORTHERN DISTRICT OF CALIFORNIA UNDER 28 U.S.C. § 1404(a)**

I, Michael Clark, declare under penalty of perjury that the following is true and correct:

1. I am the Chief Technology Officer of Photobucket.com, Inc. I have personal knowledge of the facts set forth in this declaration, or access to Photobucket.com, Inc.'s ("Photobucket") corporate information and records allowing me to confirm these facts. If called as a witness, I could testify competently to these facts under oath.

2. Photobucket is headquartered in Denver, Colorado and maintains an office in San Francisco, California.

3. Photobucket has no property in Texas. Photobucket has one employee in Austin, Texas, but that employee does not have any relevant knowledge relating to this litigation.

4. Photobucket regularly conducts business in the San Francisco Bay Area and Silicon Valley.

5. Photobucket is accused in the complaint in the above-referenced action based on Audible Magic's technology.

6. In July 2010, Photobucket entered into an agreement with Audible Magic, located in Los Gatos, California, permitting Photobucket to integrate Audible Magic's Content Identification Services into Photobucket's websites. This is technology accused by Blue Spike in the instant action. The Content Identification Services provided to Photobucket are, at all times, managed by Audible Magic on its computer servers and in its network operations center in Los Gatos, California and San Jose, California.

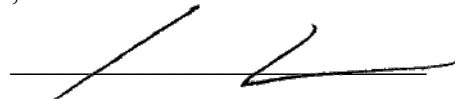
7. Photobucket interacted with Audible Magic technical and business personnel in Los Gatos, California to obtain the agreement with Audible Magic and with regard to technical aspects of the Audible Magic technology.

8. As part of its agreement with Audible Magic, Photobucket utilizes or accesses servers, databases, and software located in and/or originating from Audible Magic in Los Gatos, California.

9. Photobucket has no access to, and no ability to alter, Audible Magic's proprietary source code used to run Audible Magic's Content Identification Services.

I declare under penalty of perjury under the laws of the United States of America that the foregoing facts are true and correct based on my own personal knowledge.

Executed on May 16, 2013 in Denver, CO.

A handwritten signature in black ink, consisting of a series of connected strokes, positioned above a horizontal line.

Michael Clark